

N000000003799

FROM: (PLEASE PRINT) PHONE (305) 408-2633

JAIME A. MAURTUA
 13825 SW 88th STREET
 # 205
 MIAMI FL 33186
 METAELMAG FOUNDATION, INC
 METAGROUP, INC

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 00 JUN -5 AM 9:16
 FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

300003277733--3
 -06/06/00--01023--014
 *****78.75 *****78.75

6/13

Examiner's Initials ajc

FILED

00 JUN - 5 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

METAELMAG FOUNDATION, INC.
A Corporation Not-For-Profit

We, the undersigned subscribers, do hereby associate ourselves to form a "Corporation Not-For-Profit" pursuant to the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:
METAELMAG FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

- Initial Principal Office: 10805 SW 142nd Place, Miami, FL 33186
- Initial Mailing Address: 13825 SW 88th Street # 205, Miami, FL 33186

ARTICLE III. PURPOSES

- a. The Corporation is organized and shall be exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501 (c) (3) of the Internal Revenue Code of the United States.
- b. The purposes of the Corporation are, and shall be, to encourage, aid, enrich, foster, support - with grants, loans, fund raisings, or receiving as gifts- and promote programs, operations and activities of:
 - i. **METAELMAG Scientific Programs** in the areas of Quantum, Real-Time, DNA and Mitochondria, General Health, Education, Telecommunications, including Satellite, Internet, Intranet, Cybernetic and Computer Systems:
 1. Sponsor, develop, design or manage Research Programs.
 2. Sponsor, develop, design, own, lease and manage Scientific Laboratory Centers.
 3. Sponsor the development, purchase or lease of Quantum Computer Systems, Prototypes, Satellites, Internet, Intranet, and Cybernetic Systems.

**Articles of Incorporation of
METAELMAG FOUNDATION, INC.**

- ii. **METAELMAG Health Care Programs** “not-for-profit”, for diagnostic and therapy, initially will operate in the southern part of the State of Florida (Counties of Dade, Broward, and Monroe), then in the entire State of Florida, further on nationwide, and finally worldwide through:
 - 1. **METAELMAG Health Systems Hospitals** “not-for-profit”.
 - 2. **METAELMAG Health Systems Medical Centers** “not-for-profit”.
 - 3. **METAELMAG Health Systems Medical Network** “not-for-profit”.

- iii. **METAELMAG Education Programs** “not-for-profit” for Honors, Gifted and low-income students, citizens, residents, immigrants and refugees by sponsoring, developing, designing, or managing the following Programs providing scholarships, grants, and free-interest-loans:
 - 1. Tutoring.
 - 2. Medical and Nursing.
 - 3. Science.
 - 4. Telecommunications.
 - 5. Cybernetic and Computer.

- iv. **METAELMAG-Education-Centers** “not-for-profit” owning, developing, leasing, managing or sponsoring these Centers.

ARTICLE IV. DONATIONS

Donations to the Corporation that are designated for the support of a determinate Program shall be held in an account for the benefit of this Program. But if these donations are not designated for the support of a specific Program, they shall be used to support any one or more Programs, at the discretion of the Board of Directors.

ARTICLE V. REVENUES OR ASSETS

No part of the revenues or assets of the Corporation shall inure to the benefit of or be distributable to its members, trustees, or other private persons, except those that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth.

Articles of Incorporation of METAELMAG FOUNDATION, INC.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding Section of any future Federal Tax Code, or by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

ARTICLE VI. FUNDS

Funds of the Corporation shall be transferred to and invested by METAELMAG FOUNDATION, INC. in accordance with policies adopted from time to time by METAELMAG FOUNDATION, INC.

ARTICLE VII. MEMBERSHIP

- a. **Membership** The Corporation shall have members distinct from the Board of Directors. The sole Member of the Corporation is METAELGMAG, INC. (hereafter referred to as the "Member").
- b. **Rights and Powers Reserved to Members** No attempted exercise of the rights or powers reserved to the "Member" in these Articles of Incorporation or in the By-Laws of the Corporation by any person other than the "Member" shall be valid or have any force or effect whatsoever.
- c. **Meetings of the "Member"** The annual meeting of the Board of Trustees of the "Member" shall be the annual meeting of the "Member", unless otherwise determined by the Board of Trustees of the "Member". Special Meetings of the "Member" may be called at the discretion of the Board of Trustees.
- d. **Manner of Action by the "Member"** The "Member" may take action through the Board of Trustees or the Executive Committee of the Board of Trustees or through an officer of the "Member". The "Member" may exercise the rights and powers reserved to it in and pursuant to these Articles of Incorporation and the By-Laws of the Corporation, and pursuant to policies adopted from time to time by the Board of Trustees in accordance with these Articles of Incorporation or the By-Laws of the Corporation.

**Articles of Incorporation of
METAELMAG FOUNDATION, INC.**

- e. **Additional Members, Successor Members** Additional Members may be appointed by majority vote of the Board of Trustees of the "Member". These additional Members shall have only such rights and powers as are expressly authorized by the Board of Trustees of the "Member", and as are provided for in these Articles of Incorporation or the By-Laws of the Corporation. A new Member may be appointed by majority vote of the Board of Trustees of the "Member" to succeed the "Member" as the sole member of the Corporation, or to serve as one of multiple members.
- f. **Termination of Membership** The Membership of the "Member" may only be terminated by unanimous (100%) decision of the Board of Trustees of the "Member".

ARTICLE VIII. TERM OF EXISTANCE

This Corporation shall be perpetual unless and until the Corporation is dissolved in accordance with the Law.

ARTICLE IX. OFFICERS

The officers of the Corporation who shall manage the affairs of the Corporation shall be: A Chief Executive Officer, one or more Vice-Presidents, a Secretary, a Treasurer, and such officers as may be provided in the By-Laws of the Corporation, all of whom shall be elected or appointed according to the By-Laws of the Corporation.

ARTICLE X. BOARD OF DIRECTORS

The members of the Board of Directors shall be named, and removed, at any time, by the Board of Trustees.

- a) The business of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than fifty (50) members.
- b) Within the limitation established in paragraph a) above, the number of members of the Board of Directors, from time to time, shall be as designated in the By-Laws of the Corporation.
- c) The Board of Directors may not, without prior approval of the Member:
 - 1. Adopt a Plan of Dissolution of the Corporation;
 - 2. Authorized the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
 - 3. Adopt a Plan of Merger or Consolidation of the Corporation with another Corporation;
 - 4. Appoint or remove the independent auditors of the Corporation;

**Articles of Incorporation of
METAELMAG FOUNDATION, INC.**

5. Sale or mortgage any real property owned by the Corporation or acquire any real property by donation or purchase; or
6. Adopt any annual operating or capital budget of the Corporation' or approve any changes thereto.

ARTICLE XI. BY-LAWS

The By-Laws of the Corporation may be made or amended or rescinded in any manner permitted by the By-Laws.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to:

- i) by majority vote of the entire Board of Trustees of the 'Member' at any regular or special meeting, or
- ii) subject to ratification by the Board of Trustees of the 'Member', by majority vote of the entire Board of Directors of the Corporation at any regular or special meeting, provided that written notice of the proposed amendment or addition shall have been given to every member of the Board of Directors and to every member of the Board of Trustees of the 'Member' at least fifteen (15) days in advance of the meeting.

The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same matter.

ARTICLE XIII. DISSOLUTION

The Board of Directors of the Corporation, by two-thirds (2/3) vote of all of the Directors and upon written approval of the Board of Trustees of the 'Member' may dissolve the Corporation. In addition, the Board of Trustees of the 'Member' may -by majority vote- dissolve the Corporation.

ARTICLE XIV. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all assets and properties then on hand which are designated for the support of the Programs including those as METAELMAG Health Systems Hospitals, Medical Centers, and Educational Centers shall be distributed to these Programs and all assets and properties then on hand which are not designated to support all the above mentioned Programs shall be distributed to the METAELMAG Health Systems Hospitals, Medical Centers and Educational Centers, as directed by the Board of Trustees of the 'Member', provided, however, that if any of these Programs do not then qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of the United States, as the same maybe amended (the "Code"), the said assets

**Articles of Incorporation of
METAELMAG FOUNDATION, INC.**

and properties shall be distributed among all the other Programs that then qualify as exempt organizations under Section 501 (c) (3) of the Code, and provided further, however, that if none of these Programs so qualify, the assets and properties of the Corporation shall be distributed to one or more not-for-profit Corporations which then qualify as an exempt organization under the above mentioned Section of the Code, and which are designated to receive the assets and properties by the Board of Trustees of the 'Member'.

ARTICLE XV. INDEMNIFICATION

The Corporation shall indemnify any Directors or Officers of the Corporation made a party to any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director of or an Officer of the Corporation, or a Trustee or Director or Officer of any other Corporation which he/she serves as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him/her or in connection with an appeal therein, except in relation to matters as to which such Director, Trustee or Officer may be adjudged to have been guilty of negligence or misconduct in the performance of his/her duty to the Corporation.

The Corporation shall indemnify any Director may a party to any action, suit or proceeding other than one or in the right of the Corporation to procure a judgment in its favor whether civil or criminal, brought to impose a liability on such Director, for an act alleged to have been committed by such Director in his capacity as Director or as an Officer of the Corporation, or in the capacity of a Trustee, Director or Officer of any other Corporation which he/she served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including, but not limited to, attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable believe that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground to believe that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of "nolle contendere" shall not in itself create a presumption that any Director did not act in good faith in the reasonable believe that such action was in the best interests of the Corporation, or that he/she had reasonable ground to believe that such action was unlawful.

**Articles of Incorporation of
METAELMAG FOUNDATION, INC.**

ARTICLE XVI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall be as follows:

Vivian Carty-Maurtua: CEO, Chairman-President
10805 SW 142nd Place, Miami FL 33186

Jaime A. Maurtua: Director-Vice-President
10805 SW 142nd Place, Miami FL 33186

Bruce B. Nadel: Director- Secretary
12596 North Kendall Drive, Miami FL 33186

Nathan I. Leder Director- Treasurer
5200 Blue Lagoon Drive, Suite 600, Miami FL 33126

Ellsworth A. Edling: Director
3031 NW First Ave, Pompano Beach FL 33064

Roberto F. Peralta: Director
435 Lakeview Drive, Suite 206, Weston FL 33326

Erick Tab Nadel: Director
12300 SW 69 Court, Miami FL 33156

Diana R. Maurtua-Carty: Director
10805 SW 142nd Place, Miami FL 33186

ARTICLE XVII. INITIAL BOARD OF TRUSTEES

The initial Board of Trustees of this "not-for-profit" Corporation is:

Vivian Carty-Maurtua, Chaiman
10805 SW 142nd Place, Miami FL 33186

Jaime A. Maurtua, Vice-Chairman and Treasurer
10805 SW 142nd Place, Miami FL 33186

Bruce B. Nadel, Secretary
12596 North Kendall Drive, Miami FL 33186

**Articles of Incorporation of
METAELMAG FOUNDATION, INC.**

ARTICLE XVIII. INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:
METAELMAG, INC.
10805 SW 142nd Place, Miami FL 33186

ARTICLE XIX. VALIDITY

This Corporation "not-for-profit" shall be valid, and its Articles of Incorporation shall have full force an effect as from this day June 2, 2000.


ARTICLE XX. RESIDENT AGENT AND ADDRESS

The name and address of the initial Resident Agent is:
METAELMAG, INC.
10805 SW 142nd Place, Miami FL 33186

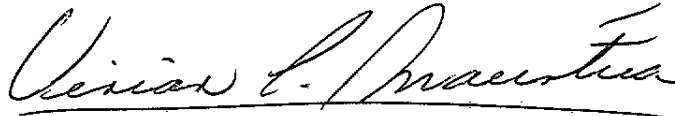
IN WITNESS WHEREOF, METAELMAG, INC. acting as Resident Agent and Incorporator of **METAELMAG FOUNDATION, INC.** is duly represented by its President and Secretary of the Board of Directors, and by the initial Chairman of the Board of Trustees of **METAELMAG FOUNDATION, INC.** who have executed these Articles of Incorporation and do hereby adopt them as from this 2nd day of June, 2000.



Jaime A. Maurtua
President of the Board of Directors of
METAELMAG, INC.



Diana R. Maurtua-Carty
Secretary of the Board of Directors of
METAELMAG, INC.



Vivian Carty-Maurtua
Chairman of the Board of Trustees of
METAELMAG FOUNDATION, INC.

FILED
06 JUN -5 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA